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UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION

In re

AT HOME CORPORATION,
a Delaware corporation, et al.,

Debtors.

Bankruptcy Case No. 01-32495-TC

Chapter 11

(Jointly Administered)

Hearing Date:

Date: December 18, 2009

Time: 11:00 a.m. PST

Place: 235 Pine Street, 23rd Floor
San Francisco, California

Judge: Hon. Thomas E. Carlson

**MOTION FOR ORDER APPROVING (A) SETTLEMENT AMONG THE AT HOME
LIQUIDATING TRUST, THE BONDHOLDERS' LIQUIDATING TRUST AND THE AT
HOME GENERAL UNSECURED CREDITORS' LIQUIDATING TRUST, (B)
AGREEMENT AMENDMENT AMONG THE AT HOME LIQUIDATING TRUST, THE
BONDHOLDERS' LIQUIDATING TRUST, THE AT HOME GENERAL UNSECURED
CREDITORS' LIQUIDATING TRUST AND SHAW CABLESYSTEMS G.P, AND (C)
TRANSFER OF INTELLECTUAL PROPERTY ASSETS OF THE AT HOME
LIQUIDATING TRUST AND THE AT HOME GENERAL UNSECURED CREDITORS'
LIQUIDATING TRUST TO THE BONDHOLDERS' LIQUIDATING TRUST
FREE AND CLEAR OF LIENS, CLAIMS, INTERESTS AND ENCUMBRANCES.**

(Shaw Cablesystems G.P., McNutt Law Group LLP, Nixon Peabody LLP)

Jacquelyn Crawford, on behalf of and as trustee for the At Home Liquidating Trust (the "AHLT"), which was created under the *Debtors' Joint Plan of Liquidation*, as amended, modified or supplemented (the "Plan"),¹ confirmed by this Court in the above-captioned case on August 15, 2002, hereby brings this Motion for Order Approving (A) Settlement Among the At Home Liquidating Trust, the Bondholders' Liquidating Trust (the "BHLT") and the At Home General Unsecured Creditors' Liquidating Trust (the "GUCLT"), (B) Agreement Amendment Among the AHLT, BHLT, GUCLT and Shaw Cablesystems G.P. ("Shaw") and (C) Transfer of Intellectual Property Assets of the AHLT and the GUCLT to the BHLT Free and Clear of Liens, Claims, Interests and Encumbrances (this "Motion").

This Motion is based on the Memorandum of Points and Authorities filed concurrently herewith, and any other evidence properly before the Court prior to or at any hearing hereon.

RELIEF REQUESTED

By this Motion, the AHLT request that this Court enter an order (a) approving (i) that certain Settlement Agreement entered into by and among the AHLT, the BHLT and the GUCLT and (ii) that certain Shaw Amendment entered into by and among the AHLT, the BHLT, the GUCLT and Shaw, pursuant to sections 105, 363 and 1146 of title 11 of the United States Code, Rules 6004 and 9019(a) of the Federal Rules of Bankruptcy Procedure, and Bankruptcy Local Rules 6004-1 and 9014-1, and (b) giving effect to the provisions of the Settlement Agreement by authorizing the transfer to the BHLT of the intellectual property of the AHLT and the GUCLT free and clear of liens, claims and encumbrances (other than the license rights expressly set forth in the Shaw Amendment).

WHEREFORE, the AHLT respectfully requests that the Court enter an order consistent with the relief requested in this Motion, and granting such other and further relief as the Court deems appropriate.

¹ Capitalized terms not defined herein shall have the meanings set forth in the Motion.

Dated: November 20, 2009

O'MELVENY & MYERS LLP

By /s/ Suzanne Uhland
Suzanne S. Uhland
Attorneys for Jacquelyn Crawford, on
behalf of and as trustee for the At Home
Liquidating Trust